

Cobalt Coal Ltd.
Tailwind Capital Partners Inc.
Al Kroontje
900, 903 – 8th Ave SW
Calgary, Alberta T2P 0P7

August 24, 2017

G.E.M. Holdings US Corporation

3524 Silverside Road, Suite 35B

Wilmington DW, County of New Castle, 19810-4929, USA

Attn: Mr. Stephen Moscicki and/or Mr. David Winduss

And-to:

McCarthy Denning LLC

49 Queen Victoria Street, London, EC4N 4SA

Attn: Ms. Pamela Henry and Mr. Richard Beresford

RE: Written Notice Declaring That The Transactions Contemplated by the Clinchco Acquisition Agreement Shall Be Deemed To Be Immediately Cancelled ("Notice").

Reference is made to the Share Purchase Agreement dated August 24, 2015 with an effective date of September 1, 2015 (the "**SPA**") which was closed pursuant to the Closing Addendum dated December 7, 2015 (the "**Closing Addendum**") and amended pursuant to the Second Addendum dated March 3, 2015 (the "**Second Addendum**") each of which were novated and assigned to G.E.M. Holdings US Corporation pursuant to the Novation and Amending Agreement effective August 31, 2016 (the "**Novation Agreement**") as further amended by the Waiver and

Third Addendum to the Share Purchase Agreement dated March 29, 2017 (the **"Waiver and Third Addendum"**) (the Waiver and Third Addendum together with the SPA, the Closing Addendum and the Novation Agreement shall be referred to herein as the **"Clinchco Acquisition Agreement"**)

Reference is made to the Additional Notice of Default dated July 8, 2017 (the **"Revised Payment Terms Default Notice"**) in respect of a Revised Payment Terms Default (the **"Revised Payment Terms Default"**).

The Revised Payment Terms Default has remained uncured for a period of thirty (30) clear business days.

In accordance with the provisions of Article 5 i (ii) of the Waiver and Third Addendum, written notice is hereby provided declaring that the transactions contemplated by the Clinchco Acquisition Agreement shall be deemed to be immediately cancelled.

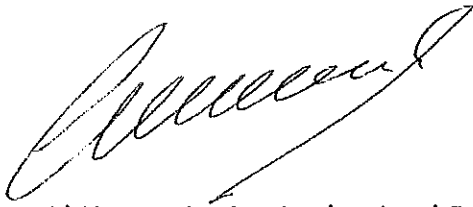
Delivery of this Notice has been affected in accordance with Article 16 of the Waiver and Third Addendum as follows:

- 1) This Notice has been delivered by e mail scan to Buyer's officers, via e mail scan; and
- 2) A copy of this Notice has been sent to Buyer's counsel, by email scan to Rberesford@Mccarthydenning.com; and
- 3) A written copy of this Notice has been send by express mail to the Buyer at the address provided for in the Waiver and Third Addendum first written above.

ADDITIONALLY: a written copy of this Notice has been hand delivered to the address for service provided for in the Waiver and Third Addendum such that the effective date of service, as provided for in the SPA, is today's date, August 24, 2017.

Yours truly

Cobalt Coal Ltd.

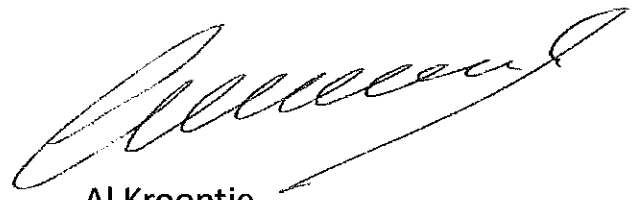
A handwritten signature in black ink, appearing to read 'Al Kroontje', written in a cursive style.

By: Al Kroontje, its Authorized Representative

Tailwind Capital Partners Inc.

A handwritten signature in black ink, appearing to read 'Al Kroontje', written in a cursive style.

By: Al Kroontje, Director

A handwritten signature in black ink, appearing to read 'Al Kroontje', written in a cursive style.

Al Kroontje

Al Kroontje

From: Al Kroontje
Sent: August 24, 2017 12:25 PM
To: Stephen Moscicki; Stephen Moscicki; David Winduss (dw.ukcr@icloud.com); Richard Beresford; Pamela Henry (phenry@mccarthydenning.com)
Subject: Written Notice Declaring That The Transactions Contemplated By The Clinchco Acquisition Agreement Shall Be Deemed To Be Immediately Cancelled
Attachments: Written Notice of Cancellation to G.E.M..pdf

Stephen (et al)

Plse find attached a Written Notice Declaring that the Transactions Contemplated by the Clinchco Acquisition Agreement Shall be Deemed to be Immediately Cancelled.

The Notice is being provided in accordance with the provisions of the Clinchco Acquisition Agreement (specifically the last revision being the Waiver and Third Addendum) which I trust is self-explanatory.

Your truly

Al Kroontje

AFFIDAVIT OF SERVICE

Case:	Court:	County:	Job: 1622747
Plaintiff / Petitioner:		Defendant / Respondent:	
Received by: Delaware Attorney Services, LLC		For: Al Kroontje	
To be served upon: G.E.M. Holdings US Corporation			

I, Daniel Newcomb, being duly sworn, depose and say: I am over the age of 18 years and not a party to this action, and that within the boundaries of the state where service was effected, I was authorized by law to make service of the documents and informed said person of the contents herein


Recipient Name / Address: Nancy Wolf, Registered Agent, 3524 Silverside Road Suite 35B, Wilmington, DE 19810

Manner of Service: Corporate to Registered Agent, Aug 24, 2017, 2:00 pm EDT

Documents: Letter dated August 24, 2017 RE: Written Notice Declaring That The Transactions Contemplated by the Clinchco Acquisition Agreement Shall Be Deemed To Be Immediately Cancelled ("Notice")
(Received Aug 24, 2017 at 11:27 am EDT)

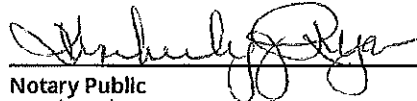
Additional Comments:

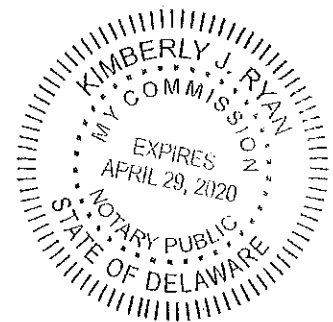
Description: White, Female, Age 65, 5'10", 170 lbs, white hair, glasses


Daniel Newcomb
8/25/2017
Date

Delaware Attorney Services, LLC
3516 Silverside Road Unit 16
Wilmington, DE 19810
302-429-0657

Subscribed and sworn to before me by the affiant who is personally known to me.


Notary Public
8/25/17
4/29/2020
Date Commission Expires

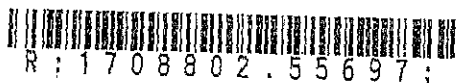


Canada Post / Postes Canada
 CALGARY CENTRAL
 539-5 Avenue SW Suite 100
 CALGARY T2P1A0
 GST/TPS#: 119321495

2017/08/25	09:52:17	yvonne
CC/CC55697	W/G2	TR1708802
N	1@26.70	\$26.70
XP USA PP ENV LET		
SUBTL		\$26.70
TOTAL TAX		\$0.00
TOTAL		\$26.70
Debit Card		\$26.70
Card Number		
*****9686		
CHG. DUE		\$0.00
RND. CHG.		\$0.00

Receipt required for all returns.

Tell us how we did today.
 Complete the survey at
canadapost.ipsosinteractive.com
 or text SURVEY to 55555
 and enter to WIN one of two
 \$250 Prepaid Visa Cards.
 (Standard message and data
 rates would apply for text
 message)



R: 1708802.55697;

WWW.CANADAPOST.CA / WWW.POSTESCANADA.CA

Xpresspost- USA E-U.		For delivery confirmation: 1 888 550-6333	
Customer Receipt / Recu du client		Date	
Item number / N° de l'article	EG 038 193 742 CA	YA	MM
From / De		2017/08/25	
Customer No. / N° du client		Telephone No. / N° de téléphone	
Name / Nom	AL KROONJE		
Address / Adresse	900, 902 - 9TH AVE SW		
City/Prov. / Ville / Prov.	CALGARY AB	Postal Code / Code postal	T2P0P7
Country / Pays	CANADA		
To / A	Telephone No. / N° de téléphone		
Customer No. / N° du client			
Name / Nom	G.E.M. GOLDMANS US COMPANY		
Address / Adresse	3524 SILVERSIDE RD SUITE 358		
City / Ville	WILMINGTON	State / Province	DE
Country / Pays	UNITED STATES / ÉTATS UNIS		
ZIP Code	19810-4929		
Documents Only / Documents seulement			
<small> Confirmation of receipt: This receipt is valid only if it is signed by the recipient or a designated agent. It must be kept for 90 days. If it is not signed, it is void. Confirmation de réception: Cette étiquette n'est valide que si elle est signée par le destinataire ou un agent désigné. Elle doit être conservée pendant 90 jours. Si elle n'est pas signée, elle est nulle. </small>			
43-074-281 (13-08) Customs Declaration Shipping Label / Déclaration en douane Étiquette d'expédition			